

**APPLICATION FOR PERMISSION TO CHANGE POINT OF DIVERSION, MANNER
OF USE AND PLACE OF USE OF THE PUBLIC WATERS OF THE STATE OF
NEVADA HERETOFORE APPROPRIATED**

Date of filing in State Engineer's Office APR 06 2005

Returned to applicant for correction _____

Corrected application filed _____

Map filed MAY 09 2005 under 72535

The applicant **Granite Fox Power, LLC**, a Delaware limited liability company, hereby makes application for permission to change the **point of diversion, place and manner of use** of water heretofore appropriated under **Proof No. 02676**

1. The source of water is **Underground**
2. The amount of water to be changed **2.5 cfs (See Note 15)**
3. The water to be used for **Industrial Power Generation, and Domestic**
4. The water heretofore permitted for **Irrigation and Stockwater**
5. The water is to be diverted at the following point **NW¼ SE¼ Section 4 T30N, R19E, MDM or at a point from which the NW corner of said Section 4 bears N 52° 24' 50" W, a distance of 3813.4 feet.**
6. The existing permitted point of diversion is located within **The ¼ corner between Sections 1 and 12, T28N, R19E, MDM bears (Well #1 in Lot 8, N 10° 42' W, 2,060 feet) (Well #2 in Lot 8, N 13° 32' W 1,715 feet) (Well #3 in NW¼ NE¼, N 19° 02' W, 1,345 feet) (Well #4 in the NW¼ NE¼, N 20° 47' W, 1,250 feet) (Well #5 in the NW¼ NE¼, N 34° 37' W, 890 feet) (Well #6 in the NW¼ NE¼ N 45° 47' W, 719.5 feet) All six wells located in Section 12, T28N, R19E, MDM.**
7. Proposed place of use **See Attachment "A"**
8. Existing place of use **Portions of Lots 19 and 20, Section 1, T28N, R19E, MDM; NW¼ NW¼, SW¼ NW¼ of Section 7, T28N, R20E; Lots 4, 8 and 9, NW¼ NE¼ of Section 12, T28N, R19E MDM. Totaling 155.5 acres**
9. Use will be from **January 1 to December 31** of each year.
10. Use was permitted from **April 15 to October 15** of each year.
11. Description of proposed works **Drilled and cased well, submersible pump and electric motor, electrical control system, piping system to collection reservoir, thence piping and pumping systems to storage reservoir on place of use. Water will thereafter be piped to the electrical generating facilities.**
12. Estimated cost of works **Each well will cost approximately \$200,000.00, total water system will be approximately \$30 million.**
13. Estimated time required to construct works **5 years**
14. Estimated time required to complete the application of water to beneficial use **10 years**
15. Remarks: **Not to exceed 622.0 acre-feet annually. Supplemental to Proof 02675. This application to change is being filed in the name of Granite Fox Power, LLC, a Delaware limited liability company. At a later date, simultaneously to or prior to the State Engineer granting the application to change, the chain of title will be complete from the owner of record as reflected on the State Engineer's records to the Applicant. The Applicant intends**

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to construct a 1450 megawatt coal fired power plant, which power plant will be equipped with state of the art environmental controls. The total consumptive duty to be placed to be beneficial use and utilized at the plant, will be determined upon filing the Proofs of Application of Water to Beneficial Use. The water transferred pursuant to this application to change is based upon previously permitted water rights, or claims of vested rights. New appropriations of water are not being sought by the Applicant.

By Ross E. de Lipkau, Agent
s/ Ross E. de Lipkau
P.O. Box 2790
Reno, Nevada 89505-2790

Compared aem/bk

Protested See File

Attachment "A"

Proposed Place of Use

T33N R22E MDM Washoe County, Nevada

Section 3; W1/2 SW1/4

Section 4; SE1/4

Section 9; NE1/4, E1/2 NW1/4, SE1/4, E1/2 SW1/4

Section 10; W1/2 NW1/4, W1/2 SW1/4

Section 15; W1/2 NW1/4

Section 16; E1/2 NW1/4, NE1/4, E1/2 SW

Section 21; W1/2 NE1/4, E1/2 NW1/4, E1/2 SW1/4

Section 27; SW1/4 NE1/4, NW1/4 SE1/4, NW1/4, N1/2 SW1/4

Section 28; NE1/4, N1/2 SE1/4, NE1/4 NW1/4, S1/2 NW1/4, N1/2 SW1/4

Section 29; E1/2 SE1/4

Containing 2,557± acres

Attachment "B"

Line 15 Additional Remarks

- 1) Use map on file for location of existing Point of Diversion and Place of Use.
- 2) Use supporting map for permit # for Points of Diversion and Place of Use.